

HE-MAN #6: "THE DEEP END"

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FADE IN:

EXT. SHORE OF SEA OF RAKASH, VILLAGE - DAY

ON SAND CASTLE - WIDEN to a YOUNG KID at seaside, finishing his "Eternian Palace" masterpiece. Behind him we SEE a FISHING VILLAGE. Suddenly, a GURLING SOUND from the dark sea. ADJUST ANGLE as the kid, eyes widening in fright, sees: A PULSATING GLOW emanating from the vast ocean's depths, spreading RAPIDLY, as water BOILS & BURBLES ominously!

THE KID FREAKS and RUNS OS PAST CAMERA.

INT. MAN AT ARMS WORKSHOP - SAME TIME, DAY

ANGLE - ON TWO GIANT CLAW-LIKE METAL ARMS - spread apart, as they lower into FRAME. They are part of the BASHIN' BEETLE.

MAA - mostly unseen, tinkers under the vehicle ..as ORKO flies in, hovers between the spread "arms" of the Beetle.

ORKO

Ooh, what does *this* thing do? Oooof..

Suddenly the two arms BASH together and GRAB ORKO, who REACTS alarmed. Then the arms lift upward. ADJUST TO MAA who peeks out from under the Beetle, tool in hand, cocks a wry eyebrow.

MAN AT ARMS

Grabs things. And then smashes them.

ORKO - panicked, in the grip of the claws, which start to smash downward. At the last sec, MAA flicks a control, so the arms stop short & abruptly separate, releasing ORKO who falls to the ground with a THUD (unharmed) and a look of relief.

ORKO

Trolli-Molli! I coulda been a trolla pancake!

WIDEN - MAA climbs out from under the vehicle & crosses to check in the open hood of another vehicle. <In b.g. more "in-work" vehicles & weapons: BATTLE TANK, BATTLE HAWK, etc.>

MAN AT ARMS

Please, Orko: Don't touch anything else.

ORKO REACTS as a nearby control panel start to FZZT! & SPARK! MAA looks over concerned...as several gizmos in the lab start up & ELECTRIC-TYPE ENERGY CORUSCATES from machine to machine.

ORKO puts hands up, helplessly, as SPARKS rain down.

ORKO
Wasn't me. Honest!

MAA flicks a SENSOR PANEL on his MACE and studies it. His demeanor grows grimmer as he sees:

MAN AT ARMS
(studying) Some kind of power surge, emanating from the Sea of Rakash... nearly off the scale.

ORKO
(delighted) Ooh, off the scal-- (realizing) Oh, that's bad, huh?

MAA rushes for some shelves, quickly gathering a supply case <holds his underwater armor> then exits the workshop, as Orko scurries after him.

MAN AT ARMS
Yes. And if the object causing that power surge is what I suspect it is...(grim) let's just hope it hasn't fallen into Skeletor's evil hands!

INT. SNAKE MOUNTAIN, TRIKLOPS WORKSHOP - SAME TIME, DAY

CLOSE ON SKELETOR'S HAND - a finger tapping impatiently. WIDEN- As SKEL looks OS at TRIKLOPS.

SKELETOR
Well?

ON TRIKLOPS - <his LAB is a twisted version of MAA'S WORKSHOP, full of sinister gothic Skel-style half-built weapons and vehicles> He starts to engage a BONE DESIGN CONTROL PANEL, connected to some Skel-style weapon...

TRIKLOPS
Weapon test activating in 3..2...--

...when suddenly it all goes haywire & ENERGY BOLTS SHOOT OUT...ZIP PAN as one SMASHES into SKELETOR, who raises his HAVOC staff to ward off a bolt. ENERGY FILLS SCREEN, BOLTS & SMOKE CLOUDING FRAME. Then all is QUIET as ENERGY BOLTS & SMOKE FADE. REVEAL SKELETOR - a section of his armor breast plate is singed. He looks down at it, then looks up, icily... as TRIKLOPS races onto FRAME to dust SKELETOR off.

TRI-KLOPS

(scared) I-I don't know what happened...S-Sorry--

SKELETOR furious, raises his Havoc Staff ominously. A BEAM shoots out, levitating TRIKLOPS in a glow of ominous energy.

EVIL-LYN confidently strides in past smoldering equipment to SKEL & the levitated TRI-KLOPS. Behind her, CLAWFUL & TRAPJAW enter to see what's up.

EVIL-LYN

Much as I'd enjoy seeing Triklops receive his "punishment," this was not his doing.

SKELETOR

Oh? If you have some tidbit of information to relay, Evil-Lyn...

EVIL-LYN (CONT'D)

(sly) Much more than a tidbit. It's round, it's shiny...and it's possibly the most powerful element in the universe...

CLAWFUL dumbly scratches his head, as SKEL forgets all about Triklops -- his eyes lighting up with excitement, realizing.

CLAWFUL

(dumbly) Uh, give us another clue. What's it rhyme with?

SKELETOR

She's speaking of the Corodite Crystal.

Skel turns excitedly, so that Tri-Klops is released from the energy grip & topples to the floor like a sack of potatoes.



SKELETOR

So, the crystal still exists...
(realizes, paces) Of course. It was
strong enough to topple the Mystic
Wall--no mere explosion could destroy it. Why
didn't I think of this before?

EVIL-LYN drily sottoms to Trikllops:

EVIL-LYN

He didnt even think of it this time.

SKELETOR stops, glares at her, having overheard.

SKELETOR

You are fortunate I am in a chipper mood, dear Evil-
Lyn. (to all)
Return to the former sight of the Mystic Wall and
get me my crystal!

EXT. SHORE SEA OF RAKASH - DAY, CONT.

MAN AT ARMS

This activation of the crystal could be a
diversionary tactic orchestrated by Skeletor.(turns
to Adam & Teela) I'm depending on the two of you
to lead the Masters and defend the kingdom.

ADAM

(smug) You can count on me.

TEELA

(shoots him a look) Since when? (to MAA) Fine,
but we stay here seaside, in case you need us.

Suddenly all REACT surprised to hear: ORKO, who FLIES IN, wearing kid-like *dragon-
design inner tube* around his middle.

ORKO (PARTIAL OS)

Well what're you guys waiting for? Let's go for a
dip!

MAA - fully activating his UNDERWATER ARMOR - ZIP, WHOOSH. HELMET encloses his head - WHOOSH, SNAP - covering his mouth.

MAN AT ARMS (FILTERED)

Sorry, Orko. This is no group swim. I can travel swifter and more covertly alone.

MAA - and with that, he dives into the Sea (or wades out whatever). PULL BACK TO ORKO - watching him go. Nearby is the kid's SAND CASTLE (from the opening of the episode)

ORKO

(bummed) Ahhhh. (sees sand castle, sly to self)
Ahhhh!

EXT. GROUND ZERO (FORMER SITE OF MYSTIC WALL)- DAY

A LARGE PIT BY THE FORMER SITE OF THE MYSTIC WALL - dirt is flung out by "someone," excavating like crazy with a huge claw. REVEAL it's CLAWFUL, who pops his head up.

SKELETOR

(calls) Well?

REVEAL - Trapjaw, Tri-Klops & Evil-lyn now in the pit and digging furiously.

TRAPJAW/TRIKLOPS

Diggin' away here, boss./ Yes, Still haven't found anything.

PANTHOR reacts to something on the ground & GRRs. SKEL sees what Panthor is reacting to, points his Havoc Staff and a slimy fish scale levitates and comes to him.

SKELETOR

And so you shan't.(SNIFFS scale, realizes) I *thought* I smelled something fishy! So that sniveling sea-slime Merman thinks to use the corodite crystal for himself?!

SKEL has BLASTED the cowering TJ with his still-smoking Staff. Skel's eyes are blazing, indicates Evil-Lyn, TJ & CF.



SKELETOR

You three. Round up Beastman, go to the Sea of Rakash and locate that mutineering Merman and bring him, and my crystal, to me.

As Evil-Lyn and the others nod obediently & head off, HOLD ON SKELETOR, as Triklops comes up beside him, real chummy-like.

Skel turns to TK, seething & glaring. Then glances down at his still-damaged chestplate. TRI-KLOPS quakes in fear.

EXT. UNDERWATER - DAY

LONG, WIDE DOWNSHOT - MAA just a tiny figure in the vast sea. A SENSOR in MAA's MACE PULSATES SLOWLY. WIDEN to MAA swimming

ever deeper in search of the crystal, passing nightmare canyons, jagged, twisty rocky towers & tunnels, as strange LUMINESCENT SQUID CRITTERS swim by. SENSOR BEEPS & FLASHES FASTER. MAA's getting nearer the power source.

EXT. SHORE OF THE SEA OF RAKASH - SAME TIME

EVIL-LYN and the others approach the water's edge <NOTE: Not within eyeshot of where Teela and Adam are>...all griping.

TRAPJAW

The crystal *would* hafta be underwater.

BM spins, ready to fight. CF interrupts, wades into water.

Evil-Lyn scowls, then strikes a dramatic spell-casting pose.

EVIL-LYN

<disdainful SIGH> Leave it to me. As always.
(casts spell) "My power reigns, beyond compare,
now let we three, breathe water like air!"



A GLOW FLASHES around EVIL-LYN's STAFF, encases her & ZAPS TRAPJAW & BEASTMAN. BEASTMAN looks surprised, then wades in the water and puts his head under. A BEAT, then he rises up.

BEASTMAN

Hey, we can breathe underwater.

THE OTHERS react to his stench of wet fur, wave at the air and the stink coming off Beastman.

TRAPJAW

(nauseated) Not so sure I wanna.

CLAWFUL wades in water, CLACKS his CLAW rhythmically. FROM THE SEA - 4 SQUID/OCTOPI emerge.

CLAWFUL

Thought you landlubbers'd enjoy travellin' in style.

Evil-Lyn looks over the SQUIDS in disgust, then mounts one.

EVIL-LYN

(not pleased) Charming.

The others mount the creatures & submerge into the Sea.

EXT. UNDERWATER - DAY

MERMAN'S HENCHMEN GUARDS #1 & #2 (different species from MERMAN -- one hulking, one shrimpy, but both aquatic) stand guard at a fissure that leads to the ravine housing Merman's lair. PULL BACK to MAA, watching from behind a rocky cover. MAA backs off, spots: an entry point with no sentries.

EXT. MERMAN'S LAIR - DAY

EST. crude Doric columns made of stone, and/or coral, a huge primitive statue of MERMAN in heroic pose looms behind his coral throne. The lair sits on ocean floor, so there's seaweed & shells strewn everywhere. MM approaches a crude homemade machine (coral/shell design) holding the crystal. A TINY-CRITTER (kinda like a clam, with two antenna w/eyes on the end) sits on ocean ground, watching him. << MM "plays" to him. to take the "sting" out of MM talking to himself.>>

MERMAN

And so it begins...(mad delight) By harnessing the Corodite Crystal's power, I will have EVERY ocean inhabitant cowering and begging to serve me!

MERMAN places the Crystal in a slot. The CRYSTAL PULSES -- the MACHINE GLOWS & VIBRATES....MM REACTS with mad delight. But then, the thing starts "SHORTING OUT." CRACKLES OF ENERGY, RUMBLES, TORRENTS of BUBBLES, OCEAN FLOOR SHAKES..THE freaked TINY CRITTER burrows into the floor sand & he's gone.

WIDE - As DORIC COLUMNS CRASH DOWN, CAMERA SHAKES and BUBBLY TURBULENCE swirls...MERMAN swims/darts behind his throne. Abruptly, the disturbance ends -- and he peeks out to see:

THE MACHINE - now a melty lump of SLAG. MERMAN swims over distraught, but then sees the crystal is intact. (though *PULSING and GLOWING oddly*.) He plucks it from the ruined remains, and gets upbeat again.

MERMAN (CONT'D)

Tomorrow we try again!

MAN AT ARMS (OS)

Think again.

Merman turns to see: MAA his WRIST CANNON trained on MM. MERMAN'S eyes shift to his TRIDENT, which lies nearby.

MAN AT ARMS

And just keep your fins where I can see them.

MERMAN nods, feigning surrender, but he slyly notes - his TWO HENCHMEN slowly entering from behind. MAA notes a few bubbles, and spins, but too late. The HENCHMEN attack! Fire ENERGY CHARGED SHARK TEETH from their TRIDENTS. MAA is struck and falls to ocean floor. In a FLASH, MERMAN swims over, hovering over him, his TRIDENT to MAA'S chest.

MERMAN

(sinister gloating) You're in *my* neighborhood now.

MAA recovers quickly, sends a WRIST CANNON charge at MERMAN, causing him to drop the crystal as he's HURLED BACKWARDS... into his throne. MAA - using Pincer-tongs from his Mace (he's cautious due to its throbbing: think:

RADIOACTIVE & ACTIVATED) nabs the crystal & spins just as...the 2 henchmen close in, joined by TWO OTHER HENCHMEN. MAA's mace fires a ball of LASER "NETTING" that snares the henchmen, knocking them out with CORUSCATING "ELECTRIC" - type energy.

MAA - swims out of the lair -- fast! MERMAN, recovering, darts off in pursuit at lightning speed.

EXT. UNDERWATER, SEA OF RAKASH - CONT.

MAA ducks thru interlacing stone towers that form tunnels & passageways, as he makes his way up towards the surface. Then, he reacts in alarm, to hear:

EVIL-LYN, BEASTMAN, CLAWFUL and TRAPJAW - <MAA'S POV>

streaking toward him (seemingly) on squid/octopi beasts.

WIDEN - MAA ducks behind a rocky outcropping and hefts his mace, bracing for battle -- but Evil-Lyn and company, not even having seen him, dart by. They're after Merman.

MAA REACTS with surprise and peeks out to see the swarm of bad guys zip towards Merman.

MERMAN points - they all turn and look - spotting bubbles trickling from MAA'S headpiece. ZOOM ON MAA, realizing he's "busted," he bolts from the crevice & races for the surface.

THE BAD GUYS, as they all take off after MAA, Merman takes the lead, looking very fit and totally in his element.

MAA ducks into a narrow passage as the bad guys give chase.

EXT. VILLAGE, BY THE SEA OF RAKASH - DAY

TEELA makes her way down the beach, scanning the water, the village in the B.G., as ADAM & CRINGER come toward her from the opposite direction.

TEELA

Any sign of a disturbance?

ADAM

(shakes head) Not a ripple.

ADAM sees "ORKO" in the sand nearby -- or so he thinks.



ADAM

(calls) You see anything Orko? (crosses to him)
Orko?

REVEAL - it's an ORKO SAND SCULPTURE - crude, but wearing Orko's hat and cape. Orko is gone.

EXT. UNDERWATER - DAY

Evil-Lyn, TJ, BM and CLAWFUL on their mounts trail Merman as he closes on the zig-zagging MAA -- firing SHARK TEETH from his trident, which narrowly miss MAA. WHIZ! FWIZ!

MAA activates a ROCKETEER-LIKE PROPULSION DEVICE that's built into his armor & ZOOMS away OS, leaving Merman in WHIRLPOOL of BUBBLES. MERMAN'S only stunned for a beat, then takes off

faster in pursuit (this guy can *move*) followed by the others.

MAA rapidly receding in a white blur of bubbles, heads toward a maze-like outcropping of twisted, serpentine sea cliffs.

EXT. UNDERWATER MAZE-LIKE OUTCROPPING - CONTINUOUS

TRACK as MAA ducks thru a tight ravine, under an overhang and into a tunnel. MERMAN, FOLLOWED BY THE BAD GUYS, follow MAA in this wild chase. They vanish into the same tunnel.

EXT. UNDERWATER MOUNTAIN CLIFF -CONT.

THE OTHER SIDE OF THE TUNNEL - Merman, followed by the others, races out the other side & stops cold. WIDEN - Ahead of them is wide, clear, open ocean - no place to hide -- and no sign of MAA. <NOTE: The tunnel outlet is located in a towering cliff, like a railroad tunnel thru a mountain.>

THE GROUP fan out, scouring crannies & nooks of cliffside. CAMERA FINDS CLAWFUL - as he moves by the jagged cliff face, (from which a 2 ft. "fringe" of THICK KELP/SEAWEED HANGS down from a small outcropping), searching. After CF exits, REVEAL MAA upside down, horizontal, stuck to the "ceiling" of the overcrop, via suction cups in knees & hands, the seaweed making him near-impossible to spot. As CF exits, PUSH IN, as MAA pokes his head out of the seaweed (looks like he's wearing a wig) & smiles to himself, only to hear:

ORKO (OS)

Wow, what a great disguise!

MAA looks to see: ORKO (in silly swimming gear -- big old fashioned diver's bubble helmet) STREAKING IN.

ORKO

Betcha you could hide from anyone!

MAA looks OS, grim. ADJUST TO BAD GUYS now coming at them.

MAN AT ARMS

Out of here Orko, now!

ORKO

(sees,freaks, zips OS) G-Good idea!

As ORKO zips OS, MAA darts/swims upwards for the surface, along the cliff face...when suddenly, ABOVE MAA: Beastman & Clawful cut off his escape. He looks down. BELOW: Evil-Lyn, Merman & Trapjaw speed toward MAA. He's trapped, his back to the cliff..ADJUST: MAA raises his arm cannon for battle, as they all close in.
<NOTE: Crystal is in the "tongs" on the mace.>

MERMAN

Give me my crystal!

MAA stands his ground, swings the wrist cannon at them in wide arcs, keeping them at a distance. Evil-Lyn ominously chides MM...and THEN, all BADDIES turn accusingly to MM, who shrugs shifty/nervous.

EVIL-LYN

Your crystal?

MERMAN

Well, I...uh-- Since nobody was using it anyhow, I just thought--
(bitter, pouty) Okay, fine. Skeletor can have the stupid thing.

MAA REACTS to an encroaching SHADOW, as realization & alarm cross his face. MM turns & REACTS delighted to see: THE HUGE FISH CREATURE (from pilot ep, pt 3) swimming toward them.

MERMAN

Ha! Maybe I don't get the crystal (to MAA) but I *do* get the pleasure of seeing *you* become lunch.
Now hand it over and--

THE CREATURE'S open MAW looms large as it comes at MAA.

MERMAN

Not yet! The crystal...!

BAD GUYS scatter, just “jumping” clear as the beast’s head SMASHES into CLIFF, mouth completely encasing MAA, ensuing shockwave knocking bad guys (minus MM, who zips OS) down into muddy muck. THEN, MM hovers distraught to see: the creature turn, its mouth visible as it swallows. (MAA & the crystal!) PAN TO ORKO - who’s apparently been hiding behind a rock:

ORKO

(horrified) Trolli moli!

END ACT ONE

ACT TWO

EXT. SEA OF RAKASH, UNDERWATER - CONT.

THE CREATURE - hovering, a contented, sated look on its face, then PULL BACK TO ORKO - alarmed, freaked.

ORKO

Man At Arms got eaten!

As ORKO makes a mad dash for the surface, unseen...PAN TO Evil-Lyn, BM, TJ & CF, who pick themselves up from the bottom muck they’re covered in. Evil-Lyn scowls at the hovering Merman, re: the HUGE BEAST, floating contentedly nearby.

EVIL-LYN

Well?

MERMAN

(testy) Well *what*?

EVIL-LYN

It wasn’t we who stole the crystal. And it certainly won’t be “we” who will be retrieving it.

TRAPJAW realizes what that means, as he, CLAWFUL & BEASTMAN REACT revulsed, then fold arms & glare at Merman as a unit.

MERMAN scowls, then hits his TRIDENT on cliff’s edge so it VIBRATES & HUMS like a tuning fork. WIDEN as the CREATURE turns its big body & comes towards MERMAN, mouth first. At MM’s command, the obedient beast’s HUGE JAWS start to OPEN...

MERMAN
<disgruntled SIGH> (then) Open wide for
Merman. That's a good-

...but it suddenly gets a weird expression on its face, as its entire body starts to GLOW & THROB!

INT. CREATURE - CONT.

CLOSE MAA - dazed, covered with slime, shells & detritus, & wedged in the beast's throat. He looks around, sees where he is.

MAN AT ARMS
Oh, Not again

As he stirs, A WEIRD GLOW STROBES ON HIS FACE. MAA looks at, eyes widening to see: the CRYSTAL in his tong-ed mace -- it pulses & throbs.

EXT. UNDERWATER - CONT.

BEAST - LOW GROWLS & it suddenly REARS BACK - GLOWING & angry. BAD GUYS - intimidated, move back, toward the cliff.

TRAPJAW
What's happenin'?

THE CREATURE - ROARS defiantly, its eyes LIGHT UP in a PULSATING GLOW, it's feeling its new power. BAD GUYS cower.

CLAWFUL
M-Must be somethin' it ate.

BEASTMAN
Man At Arms?

EVIL-LYN
(sharp) No, the crystal! (accusing glance at MM)
It's been activated somehow and is mutating the
beast.

MERMAN reacts, first alarmed, then proud.

THE CREATURE - ENERGY LANCES from its EYES...the beams SLICE into sea-cliffs above the bad guys, causing them to flee the tumbling rocks & take cover behind boulders at base of cliff.

THE CREATURE - THRASHES, GROWS & MUTATES AGAIN - now bigger and badder - It BELLOWS. More beams FIRE from its eyes.

BAD GUYS as beams rip into the cliff above them, raining down bigger debris, they try to flee -- but are instantly BURIED!

THE CREATURE - THRASHING about & ROARING -- angry and free -- heads upward for the surface!

INT. CREATURE - CONT.

MAA, still clutching CRYSTAL in "tong"-ed mace, gets violently tossed: Smashes into a slimy wall as ENERGY STROBES /SHOOTS from crystal, illuminating the beast's cavernous innards. Struggles to hold the crystal as crazy energy shoots thru his armor, GRIMACES in PAIN, then is FLUNG again into a bony cartilage outcropping making him drop the fiery crystal.

MAA POV - THE CRYSTAL falling, vanishing into the darkness. MAA - pained, looking grim, moves to pursue/retrieve it.

EXT. SEA OF RAKASH, UNDERWATER - CONT.

THE BEAST - opens its MOUTH & ROARS as it heads for the surface, passing thru thick seaweed, which it SWALLOWS.

INT. CREATURE - DAY

As MAA swims his way downward thru the "Alien-like" torso, there's a RUSHING SOUND. He turns as a mass of SEAWEED SMASHES into him, ensnares him like a crab in a net. He STRUGGLES, only making the "net" more restricting.

EXT. VILLAGE, BY THE SEA OF RAKASH - DAY

THE SEA CHURNS & BUBBLES - a beat, then the BEAST RISES -- water & seaweed cascading off its GARGANTUAN HIDEOUS body. Now amphibious & the size of a brontosaurus, it ROARS!

AN ETERNIAN PIER - VILLAGERS run in terror - jumping from Eternian-style boats and heading for the shore.

TEELA, ADAM & CRINGER race down the beach, seeing the disturbance & then the CREATURE. Cringer immediately cowers.

WIDE - THE BEAST climbs from the sea, slimy jaws dripping as fin-like "feet" crunch the pier & Eternian-style boats...then DEMOLISH a small Eternian SHACK (plain but with arched windows) where nets are drying, strung between tall poles.

TEELA, ADAM AND CRINGER - Teela barks into her communicator.

TEELA

Teela to Masters! Deploy to eastern village...Sea of Rakash. Now!

THE BEAST - drippy, huge & slimy - stomps inland, feet SMASHING some flat-roof, shoreside buildings. WHIP PAN - TEELA activates her COBRA STAFF, ready to charge forward when ORKO suddenly ZIPS in, rapidly spinning around her.

ORKO

No! Your dad's in the fish!

TEELA

(incredulous, freaked) WHAT?!

ORKO

(frantic nods) Yeah! And it swallowed this really nice shiny rock too.

ADAM, stunned, grabs Orko, holding him still.

ADAM

The Corodite Crystal?

ORKO

(nods, nervous) Yeah, S-Sounds right.

ADAM glances at BEAST, whose eye beams BLAST a building(BEAMS may/may not be same color as those emitted by crystal--let's discuss design-wise, how "cause & effect" we want this to be) then looks to see PANICKED, FLEEING VILLAGERS - concerned.

CLOSE ON TEELA - steely-eyed, making swift, tough decisions. Her father trained her well.

TEELA

We've got to protect the village, but without hurting the beast. If the crystal is activated, the creature could blow sky-high and my father along with--



WIDEN - she turns to see ADAM & CRINGER running off. TEELA clenches her jaw angrily. ORKO looks at her, just shrugs.

EXT. VILLAGE, SECLUDED RUBBLE - DAY

Adam races in, looks to make sure he's unobserved. CRINGER follows. But as he sees Adam raise his sword, Cringer cowers.

ADAM/HE-MAN

By the Power of Grayskull! I have the power!

TRANSFORMATION SEQUENCE - Adam becomes the mighty He-Man! Cringer gets ZAPPED, becomes BATTLECAT -- ARCHES up & ROARS!

EXT. VILLAGE, BY THE SEA OF RAKASH - DAY

A YOUNG MOTHER, holding her BABY, trips on some rubble as the beast's HUGE SHADOW looms over her. She looks up in horror to see: THE BEAST rampaging toward her. Suddenly an ENERGY BEAM hits its side - not hurting it, but getting its attention. It looks to see: TEELA (with Orko nearby) FIRING BLASTS (from the Cobra Head of her STAFF.)

THE BEAST - looks at her - stares for a beat as "recognition" dawns in its tiny brain. It BELLOWS in ANGER. WHIP PAN TO TEELA - who suddenly also recognizes the beast. (pilot, Pt 3)

HE-MAN

Run!

WIDER - The creature suddenly STOMPS at her. Teela fires blasts as she retreats. The beast SMASHES thru a TWO STORY ETERNIAN WAREHOUSE - wood beams fly like projectiles.

TEELA weaves balletically to evade hurtling debris - but a HUGE BEAM is zooming towards her, & she's backed to a wall...It looks like curtains, when...HE-MAN races in on the back of BATTLECAT, catching the huge BEAM like it was a football. TEELA looks briefly relieved/grateful, then:

THE CREATURE - ROARS and heads for TEELA, HE MAN and ORKO. He-Man rears back to toss the BEAM, as if it were a javelin.

TEELA

Wait! My father's inside and--



Teela REACTS puzzled, but before she can speak, He-Man hurls the BEAM, javelin-like at THE BEAST - hitting it in the wrist area. It *does* calm, for a SECOND, then, in fury, the Creature FIRES EYE-BEAMS...TEELA, HE-MAN, BATTLECAT & ORKO dive aside...

He-Man and Teela turn as RAM MAN & MEKANEK swoop in on two separate BATTLEHAWKS. Stratos and Buzz-Off are not far behind.

HE-MAN (TO MASTERS)

Job one is to save lives. We've got to get it away from the village.

TEELA nods. PAN TO MEKANEK - whose neck is raised high, sees: THE REMAINS OF A BUILDING - debris covered with FISHING NETS.

WIPE TO: SECONDS LATER - STRATOS & BUZZ-OFF streak towards CAMERA holding a MASS OF FISHING NET between them. ADJUST: OTS BEAST as Stratos & BO zoom from behind & DRAPE THE NETTING over it. BEAST ROARS & fights against its confinement.

INT. CREATURE - CONT.

MAA - fighting his own confinement, tears away seaweed from his left arm, with his now-free (though knife-less) right hand. Just as he clears the arm, the Beast bucks back - the seaweed RIPS AWAY & MAA FALLS...down into the dark pit that swallowed the crystal.

EXT. VILLAGE BY THE SEA OF RAKASH - DAY

HE-MAN is racing along atop BATTLECAT. He grabs TEELA and pulls her onto BATTLECAT -- like a cowboy grabbing a girl.

HE MAN

To catch a fish, you need bait.

TEELA

(suspicious) What bait?

BATTLECAT speeds around the Beast...catching its attention... BattleCat then races OS for outskirts of town.

HE MAN

Well, it seems rather fond of *you*.

THE BEAST angrily SHREDS the rest of the netting...then RACES for the outskirts, in pursuit, ROARING in rage.

INT. CREATURE - CONT.

MAA SLIDES, smashing against alien-like cartilage. Comes to rest near a DARK “TUNNEL.” (actually a 2nd STOMACH/DIGESTIVE TRACT. OVAL SHAPED OPENINGS/”GATES” extend into the tunnel.

CLOSER - MAA picks himself up & cautiously enters the dark tunnel, its floor littered with seaweed & dead fish. He passes thru a few open gates, then in the distance HEARS a series of SMASHING SOUNDS, growing louder. MAA snaps on a light from his mace, lighting the tunnel. A DISTANT GATE SMASHES DOWN, then the next, in succession, heading his way. (FYI: He’s in digestive tract that smashes/grinds food!)

MAA turns around & runs, trying to escape the tunnel. Nearly succeeds, but the last GATE SMASHES down, catching his leg in a crunching, viselike grip.

EXT. OUTSKIRTS OF VILLAGE - CONT.

THE BEAST SMASHES thru trees - now clear of the village & ROARING in rage. Looks around, searching, then spots: TEELA sitting on a tree-branch. As BEAST heads for TEELA, WE REVEAL He-Man, hidden in branches behind her. THE BEAST NEARS, when suddenly STRATOS wings in, scooping Teela out of harm’s way.

BEAST throws back its head and, MOUTH WIDE OPEN, ROARS in fury. Just then, HE MAN LEAPS...into its open mouth! The powerful critter WHIPS its head in surprise & fury.

STRATOS “lands” TEELA near MEKANEK, BUZZ OFF, ORKO & RAM MAN.

RAM MAN

(watching, to Buzz-Off) He’s in. So...how they gonna get *out*?

BUZZ OFF

(shudders, grossed out)

I don’t even wanna know.



INT. CREATURE - DAY

TRACK HE-MAN as he moves past slime, detritus & weird organs.

MAA'S LEG ARMOR - MANGLED from the impact of the now open "tunnel gate."
WIDEN - MAA's pained as he tries CRAWLING out of the tunnel...the SMASHING SOUNDS return! MAA looks to see: "gates" in the distance SLAMMING SHUT, coming closer.

MAN AT ARMS

<pained SCREAM!>

MAA tries to crawl out, fighting the pain. The gate "one behind him" SLAMS. He won't make it. He braces for impact, as the "gate" above him starts to SLAM, when...2 HANDS catch the SLAMMING GATE - WIDEN to HE MAN forcing it back open, then pulling MAA clear of the tunnel.

MAN AT ARMS

(relieved) He-Man...Thank you.

HE-MAN

(sees the mangled armor) Your leg.

MAN AT ARMS

I'll manage. The Corodite Crystal--

MAA points back toward the tunnel he just exited.

WIPE TO: SECONDS LATER - FAR END OF "TUNNEL": THE LAST GATE OPENS, revealing HE MAN, who's helping the hobbled MAA as they EMERGE from the tunnel. Then, MAA sees: THE CRYSTAL! It rests precariously in a fleshy "crevice" across a narrow-but-deep chasm. Down below: the BOTTOMLESS, ACIDY STOMACH PIT.

As HE-MAN holds onto hobbled MAA'S gauntlet, MAA reaches/ stretches far as he can, his hand inches from the CRYSTAL, his tongs out - but not quite able to reach...MORE EFFORT and then...- he nabs the crystal!

WIDER - the Beast suddenly lurches HARD and He-Man is tossed into a wall & LOSES HIS GRIP ON MAA. MAA slips, falling... DOWN into the liquid filled pit of the inner stomach. SPLOSH!

HE-MAN races to the precipice to rescue MAA, draws his sword & extends it, hilt first, for MAA to grab hold of. But then another HUGE JOLT causes He-Man to lose his footing, so that the CRYSTAL in MAA'S GRASP connects with HE-MAN'S SWORD.

As the powerful elements collide, they emit a MONSTROUS RELEASE of ENERGY... Which shoots up into He-Man so he's flung back & SLAMS into a cartilage-like wall -- HARD. He-Man slumps down onto a fleshy crevice, dazed, nearly unconscious.

HE-MAN

Eeyaaa-! <impact GRUNT> <dazed unh>

AT SAME TIME - an ENERGY ZAP causes MAA's TONGS to lose his hold of the crystal, but he still manages to hang onto a slimy ledge. <<NOTE: REMEMBER, THE ACID THAT MAA'S IN IS "SLOW EATING" -- AND HE'S ENCASED IN ARMOR.>>

MAN AT ARMS

<pained Eyaaaagh!> (distracted) No!

THE CRYSTAL falls SPLOSH! and sinks into the bubbling, swilling stomach acid. Just as it SINKS, the CRYSTAL EMITS another POWERFUL ENERGY RELEASE, throwing the beast's innards into black shadowed, hard-edged relief. MAA is shook like a 7.9 earthquake...loses his grip & sinks down into the acid.

MAN AT ARMS (PARTIAL OS)

Eyyyaaahhh--<GLUB>

EXT. OUTSKIRTS OF VILLAGE AND FOREST - DAY

The CREATURE ROARS & HEADS towards CAMERA thru the forest (we SEE the village not too far in the b.g.) It suddenly REARS UP - GROWING even more FIERCE AND GIGANTIC --and GLOWING.

TEELA & MASTERS - who've been following it, step back as they look up at this latest mutation.

RAM MAN

What's happenin' to it?

MEKANEK

It must be the crystal.

THE BEAST - ROARING FIERCELY as it topples trees with its fin-arms...then STOPS, looks around as if SENSING SOMETHING. WIDEN as TEELA & the MASTERS watch it, wide-eyed. For the first time, the Beast is quiet. It stares into the forest (LOW GROWL) then suddenly SPREADS ITS WINGS & TAKES OFF! ZOOM IN ON MASTERS - stunned.

TEELA & MASTERS brace themselves against the horrendous down draft caused by its vast wings. TEELA SHOUTS over the din:

TEELA
To the vehicles! Follow the beast!

INT. CREATURE - CONT.

MAA struggles desperately to climb out of the stomach acid, but can't find anyplace to grab onto -- the stomach walls are slimy & slick. Splotches of ACID on his armor SIZZLE & STEAM. He struggles to keep his head "above water" as acid EATS AWAY his armor. Suddenly, HE-MAN, holding onto a massive artery,

is there, trying to reach MAA. Then another ENERGY RELEASE/SHAKER hits - shooting out of the acid (from the submerged CRYSTAL) -- the bolt striking HE MAN directly in the CHEST, hurtling him backwards...past the first GATE of the "smasher" stomach. The GATE immediately SLAMS SHUT.

MAA - ARMOR, BEING slowly eaten away, can't "tread water" anymore or reach anything to grab onto. As he slips down into the acid, we...

END ACT TWO*

ACT THREE

INT. INSIDE THE CREATURE - DAY

STOMACH POOL - hold 2 beats, SEE SIGNS OF STRUGGLE happening beneath the surface. Suddenly MAA's arm bursts up, trying to grab hold of anything...but the wall affords no grip & the arm slips down into the mire. HOLD - All we see is stomach acid burbling - MAA'S air bubbles and then, his bubbles stop. A BEAT, then HE-MAN'S ARM thrusts into shot, grabbing into the acid pool, searching... & then pulls MAA by scruff of neck up out of the acid. WIDE - He-Man puts the semi-conscious MAA on a safe, fleshy "ledge" above the acid. Coming round but weak: MAA opens his eyes, glances down:

HE-MAN - balancing on a fleshy ledge above the stomach -- about to dive into the dark pool of HISSING acid. Real heroic, he may not survive.

Just then, MAA weakly tugs at He-Man, who looks down. REVEAL MAA's other tong-ed hand: HOLDS THE CRYSTAL! HE-MAN smiles.

EXT. EVERGREEN FOREST - DAY

TREETOPS - An endless landscape of verdant green. Suddenly a GIANT SHADOW - followed by the soaring CREATURE. ADJUST TO Teela & the Masters in BATTLEHAWKS (except for STRATOS & BUZZ OFF who fly) giving chase over the forest treetops. Then we see it, looming on the horizon: CASTLE GRAYSKULL!

EXT. SHORE, VILLAGE BY THE SEA OF RAKASH - DAY

SHORE - Merman, Evil-What hit this place Lyn, et al emerge from the water. As they look, we PAN TO REVEAL the SHATTERED remains of the village. Villagers picking up debris.

MERMAN grabs a STUNNED VILLAGER.

MERMAN
(scary) Which way?

The terrified villager points towards: THE EVERGREEN FOREST.

MERMAN tosses the Villager aside & the BAD GUYS hurry off.

INT. CREATURE - DAY

MAA, hobbled, but somewhat recovered, is being helped, hurriedly (wounded war-buddy style) by He-Man. MAA grimaces occasionally in pain from his wound. They emerge from the entrance of the tunnel. (NOTE: MAA'S armor is pitted with eaten-away areas) MAA points in certain direction. HE-MAN nods. They head off, fast as they can.

EXT. CASTLE GRAYSKULL - DAY

PUSH IN ON CASTLE, which suddenly GLOWS as if the ORB inside senses another great power. AT "WINDOW", STANDING INSIDE - the SORCERESS - lit by the PULSATING ENERGY - VERY CONCERNED.

EXT. EVERGREEN FOREST - DAY

THE CREATURE is heading for the Castle - ADJUST TO THE MASTERS in pursuit. CLOSER - STRATOS flies abreast TEELA.

STRATOS
(puzzled) It seems to be heading for Castle
Grayskull. What could it possibly want with *that*
old ruin?

TEELA



No idea. Let's just be glad we won't have civilians to worry--

TEELA - reacts in surprise as her comm unit FLASHES and she hears MAA's static-filled and broken up transmission.

MAN AT ARMS (FILTERED VO)
(breaking up) Teela...

TEELA
Father! Are you allr-

MAN AT ARMS (FILTERED VO)
--Listen carefully. You cannot let the creature reach Grayskull--

INT. CREATURE - DAY

HE-MAN hangs onto him, climbing again. CAMERA SHAKES.

MAN AT ARMS
(to Teela) If the Castle is in the slightest danger of being breached, you must...destroy the beast.

TEELA (VO)
I can't do that! You and He-Man would be--

MAN AT ARMS
(interrupts, emphatic) Teela! Do as I say.

<INTERCUT - EXT. GRAYSKULL - TEELA - stunned, shattered.>

TEELA (PARTIAL OS)
(into comm unit) Father, you're asking me to--

STILL CLIMBING, with HE-MAN "carrying him" MAA's comm unit STATICS OUT - cutting off her dialog. His eyes shut tight as he fights for control.

MAN AT ARMS
(softly, to self) Yes...(beat) I am.

HE-MAN sees the anguish on MAA - sets his jaw -- climbs with renewed determination and more speed.

EXT. CASTLE GRAYSKULL - DAY

CAMERA SWOOPS IN ON TEELA - who half turns, sets her jaw & races to the line of MASTERS, who are firing weapons all around the creature -- trying to keep it at bay. TEELA positions herself off to the side on a small rise...aims her cobra staff & fires. THE BLAST shoots out horizontal, a VISIBLE POWER BEAM which acts like a “turnstile arm”, chest level to the beast. It ROARS & pushes forward on the “turnstile beam”, attempting to MUSCLE its way thru.

TEELA struggles to hold her staff firm & steady (think of it as if the energy beam were an extension of the staff itself)

TEELA

Do not allow the creature to reach the castle!

RAM MAN

You heard her!

TEELA

Battle positions!

RAM MAN rushes in behind Teela & helps grasp the staff to hold it fast - then behind him, Stratos & Buzz Off do the same, bracing the staff and its beam against the pressure from the beast. (ala Marines raising the flag at Iwo Jima.)

EXT. EDGE OF FOREST, NEAR GRAYSKULL - DAY

EVIL-LYN, MERMAN and COMPANY - arrive to see the battle, from atop a mountain rise. They look on with glee.

EVIL-LYN

Well, this is turning out nicely.

THEIR POV - The MASTERS strain as the monster pushes against the beam - only a matter of time before it busts thru.

INT. CREATURE - DAY

HE-MAN carrying MAA'S who grimacing in pain from his wound...<at some point est. he's either got the crystal in a mini-hatch in his armor, or it's still in pincer mace -- the same arm that He-Man's got slung over him.>>> WIDEN as MAA as CAMERA SHAKES due to what's going on outside. They're still climbing ribs, but have a ways to go.

HEROIC - HE MAN keeps on without hesitation. (a heroic soldier w/his wounded buddy) hurries upwards, climbing ribs.

EXT. CASTLE GRAYSKULL - DAY

TEELA & MASTERS brace themselves as Teela's staff POURS ON THE POWER. (same Iwo Jima tableau). THE BEAST struggles against the beam, ROARING, PUSHING FORWARD - making headway. MASTERS' feet make RUTS in the ground as they're pushed back.

INT. CREATURE - CONT.

HE MAN, holding the CRYSTAL, and with MAA in tow, races out the entrance of the stomach/tunnel...hurries into a slimy passage... heading into some dark place. CAMERA SHAKES!

EXT. CASTLE GRAYSKULL - DAY

THE CREATURE <ROARS> and fires EYE-BLASTS that: STRIKE near the base of Teela's staff - HURLING all the MASTERS back. THEN, the BEAST BELLOWS triumphantly & UNFURLS its wings, gloating. It's about to take off and attack Grayskull. ZOOM

TEELA, eyes locked on the Beast wishing for some alternative:

TEELA

Engage arms! (anguished CU) Prepare to destroy the creature!

QUICK ZOOMS ON MASTERS: ECUs, incredulous, distraught looks.

INT. CREATURE - CONT.

HE MAN (still hefting MAA) reaches the base of the throat. They glance up. THEIR POV - a long tunnel, ridged, slimy, giger-esque - that seems to extend upward forever.

MAN AT ARMS (O.S.)

(pained, weary) Please...He-Man...Your only chance is to leave me. My armor is too heavy...

HE MAN - as he holds MAA with one arm - starts climbing, using the ragged slimy ridges for hand-holds with the other.

HE MAN

(downplaying gravity of situation)



Not at all. The stomach acid lightened it up quite a bit.

MAA smiles at the line.

TILT UP to the vast distance he still has to climb.

<<FAST CUTS: EXT. CASTLE GRAYSKULL AND VARIOUS - DAY>>>

>CLOSE ON BUZZ OFF'S "STINGER PROJECTILES" - they GLOW as he loads them into his weapon.

>MEKANEK trains the BATTLE HAWK'S MAIN WEAPON.

>RAM MAN (with a blaster) and STRATOS, using his missile firing jet pack, aim their weapons.

>TEELA - staff poised to fire. A HUGE SHADOW falls over her.

>THE BEAST, THEIR POV - flaps its wings slowly, ready to fly.

>EXT GRAYSKULL - SORCERESS, glances out window, anguished.

>EXT. GRAYSKULL - TEELA and MASTERS - all weapons aimed.

TEELA

On my command...

>INT. BEAST - DOWNSHOT - HE MAN & MAA climb up the shaft, the distance they've come visible only as blackness. A WIND WHIPS thru the shaft & the sides suddenly ROCK furiously. HE-MAN loses his footing, holding on by his fingers as he holds

fast to MAA with his other arm. GLINT OF DAYLIGHT shafts in.

> EXT. CASTLE GRAYSKULL - TEELA - her mouth a hard line, her gaze locked on the wing-flapping beast, yells:

TEELA

Ready!

> PAN: RAM MAN - STRATOS - BUZZ OFF - MEKANEK - troubled, but ready to fire.

> INT. CREATURE - HE-MAN and MAA continue to CLIMB.

> EXT. GRAYSKULL - CANTED ANGLE - TEELA

TEELA

Aim!

> **THE SORCERESS** - at the window, turns away in stoic sadness.

> **EXT. GRAYSKULL** - TEELA starts to give the final command, when: THE BEAST suddenly ROARS in surprise. ZOOM ON TEELA - looks to see: ZOOM IN ON BEAST'S HEAD - HE MAN is forcing open its jaw with his shield. (raised above his head, flat)

TEELA

(urgent relief) Stand down! STAND DOWN!

The relieved MASTERS stand down. ADJUST - THE BEAST roars, mouth wide open...& HE-MAN leaps out, holding MAA. TRACK HE MAN/MAA falling. HE-MAN does a cool athletic flip landing them on their feet, lightly. BATTLECAT roars in approval.

TEELA runs over & she and MAA happily EMBRACE. He grimaces -- his leg wound hurting. <NOTE: HE still holds the crystal> Then: A HUGE ROAR! ADJUST TO BEAST - ROARS ANGRY to see:

EXT. CASTLE GRAYSKULL - DAY

THE CRYSTAL (on the boulder) - starts to PULSATE AND GLOW. WIDEN TO HE-MAN seeing this, then WIDEN to Masters, REACTING.

BUZZ OFF

What in Eternia...?

MAA - hastily checking his sensors.

MAN AT ARMS

It's about to detonate. (to He Man, urgent) Get rid of it or half of Eternia will--

HE MAN thinking fast, looking at the crystal.



HE-MAN makes a decision - strides to the PULSATING CRYSTAL on a boulder, then holds his blade just above it.

HE MAN (CONT'D)

Maybe my sword can *absorb* the crystal's power,
transfer it to me.

MAA hobbles in, pushes the blade away.

MAN AT ARMS

You'd never survive.

HE-MAN

And the alternative?

MAA - A beat. Then he nods grimly, removes his hand from the blade. MAA signals & MASTERS back off into a huge circle.

EXT. EVERGREEN FOREST, NEAR GRAYSKULL - DAY

Evil-Lyn, Beastman and minions observe the action at the Castle, see what's about to transpire.

BEASTMAN

Haw! *This* oughta be good!

EXT. CASTLE GRAYSKULL - DAY

DRAMATIC ANGLES - HE-MAN - the pulsing glowing crystal before him, squares his shoulders, TAKES A BREATH...then touches his sword to it. For a second, nothing. Silence. And then--a HUGE OUTPOURING of GREEN, FLARING, SEARING ENERGY. THROBBING, THRUMMING SOUNDS GROW LOUDER as He-Man, sword to stone -- becomes pure energy -- an apocalyptic tableau...as the very sky itself crackles & strobes!

MASTERS shield their eyes from the blinding, terrible energy. The cacophony builds & builds...And then..KABOOM.. HE-MAN is thrown back 20 feet. They look: no more energy flashes...the only sound a DISTANT WIND.

THE CRYSTAL - now inert, falls to ASHES which BLOW AWAY. PAN TO HE-MAN - lying there flickering, lifeless, sword in hand.

TEELA & MAA - anguished. Teela turns her face away, buries it in MAA's shoulder. WIDEN As the Masters close in solemnly.

EXT. EVERGREEN FOREST, NEAR GRAYSKULL - DAY

THE EVIL MINIONS - all watch in DELIGHT.

ALL/TRAPJAW

<laughter and cheers>/And when I woke up this morning, I thought it was gonna be a slow day!

EXT. CASTLE GRAYSKULL - DAY

MASTERS look somberly down at He-Man. Teela, fighting against tears, glances at him, & the sword still in his

lifeless hand, then sees: a small twitch of the fingers. ZOOM ON TEELA - REACTING, breathless, could it be? MAA sees HE MAN'S HAND - grips FIRMLY around the sword. HE-MAN'S eyes open-he GASPS for breath. WIDE - Masters CHEER. TEELA instinctively rushes to He-Man to give him a big hug, but immediately gets embarrassed & "covers" by turning a girlish hug into a warrior-like pat on the back & "soldierly" embarrassed voice:

TEELA

Uh, good to have you back, He-Man.

He-Man & MAA exchange grins & CLASP HANDS in mutual respect. MAA pulls He-Man to his feet like a football player.

MAA

Indeed.

INT. SNAKE MOUNTAIN, SKELETOR'S LAIR - NIGHT

MERMAN is FLUNG THROUGH THE FRAME by an ENERGY BLAST.

MERMAN

<Scream--impact GRUNT--dazed Unhh>

MERMAN - hits the wall, then slides to the floor, dazed. PULL BACK TO SKELETOR, staff raised, as he then turns to OS.

SKELETOR (CONT'D)

And as for the rest of you. You allowed my crystal to be destroyed.

EVIL-LYN, TJ, CLAWFUL and BM - cower. SKELETOR lowers his staff. His face grows almost cheerful.

SKELETOR

But, no matter.

THE MINIONS exchange shocked, puzzled unsure-whether-to-be-hopeful looks. In b.g., SKELETOR climbs onto his bony throne.

SKELETOR

You see, I have gained something far more valuable.
Knowledge.

(PUSH IN - musing, slyly) That wretched Teela
was prepared to sacrifice daddy's life to save Castle
Grayskull. Now what could *possibly* be in that old
pile of stones worth dying for? (quietly realizing)
The power of the Elders perhaps?

SLOW TRUCK IN on Skeletor's face as we

DISSOLVE TO:

EXT. CASTLE GRAYSKULL - NIGHT

The Sorceress stands dramatically atop one of the turrets and looks out across the horizon. In the cold night air a small gust of wind blows across her. Her face is the picture of concern as we...

FADE OUT:

FADE IN:

EXT. GRAYSKULL - DAY

ORKO -hovers in front of GRAYSKULL, addresses HE-MAN.

ORKO

(puzzled) ...but what if you guys didn't get outta
the fish in time? You AND Man At Arms coulda
been--

HE-MAN - interrupts.

HE-MAN



--I knew the risks, Orko. But I wasn't about to leave Man-At-Arms behind, no matter what. (to camera) Friends stick together -- through thick and thin. And being trapped in a creature's belly, well, it doesn't get any "thicker" than that.

ORKO

(makes a face) Or slimier or yukkier.

HE-MAN

(chuckles, then turns to camera) Until next time!

FADE OUT.

THE END

MATTEL

